

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Conflicts Counsel for DPH Holdings Corp.  
Reorganized Debtors  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000  
Albert Togut  
Neil Berger  
Lara Sheikh

DPH Holding Corp., Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

DPH Holding Corp., Legal Information Website:  
<http://www.dphdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DPH HOLDING CORP., et al. : Case No. 05-44481 (RDD)  
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Debtors. : (Jointly Administered)  
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JOINT STIPULATION AND AGREED ORDER BETWEEN  
REORGANIZED DEBTORS AND DEUTSCHE BANK SECURITIES INC.  
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 14664

(DEUTSCHE BANK SECURITIES INC., AS ASSIGNEE OF COOPER  
STANDARD AUTOMOTIVE, F/K/A ITT AUTOMOTIVE FLUID HDG. SYST.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in  
the above-captioned cases (collectively, the "Reorganized Debtors") and Deutsche Bank

Securities Inc., as assignee of Cooper Standard Automotive f/k/a ITT Automotive Fluid Hdg. Syst. ("Deutsche Bank" or "Claimant") (Reorganized Debtors and Claimant, the "Parties") respectfully submit this Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 14664 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005 (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above captioned cases (the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court").

WHEREAS, on July 31, 2006, Cooper Standard Automotive, f/k/a ITT Automotive Fluid Hdg. Syst. ("Cooper Standard") filed Proof Of Claim 14664 against Delphi as an unsecured non-priority claim in the amount of \$2,624,997.09 on account of the sale of goods ("Claim 14664").

WHEREAS, on June 16, 2007, Cooper Standard transferred Claim 14664 to Claimant pursuant to a notice of transfer (Docket No. 8274).

WHEREAS, Deutsche Bank has represented that it has full authority to enter into this Stipulation and to compromise Claim 14664 as reflected herein.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified, (the "Modified Plan"), which had been approved by this Court pursuant to an order entered July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Reorganized Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, Art. 9.6.

WHEREAS, on December 21, 2009, the Reorganized Debtors objected to Claim 14664 pursuant to the Fortieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain (A) Books and Records Claims, (B) Fully Satisfied Claims and (C) Objected-To Claims to be Disallowed, (II) Modify and Allow Certain (A) Partially Satisfied Claims, (B) Claims to be Further Modified, (C) Objected-To Claims to be Modified and Allowed and (III) Allow Certain Claims (Docket No. 19222) (the "Fortieth Omnibus Claims Objection").

WHEREAS, on January 19, 2010, Claimant filed its Response Of Deutsche Bank Securities Inc. to Reorganized Debtors Fortieth Omnibus Claims Objection (Docket No. 19329) (the "Response").

WHEREAS, the Reorganized Debtors have tendered a cure payment in the amount of \$9,167.75 (the "Cure Payment") with respect to the assumption of P.O. numbers: D0550004857, D0550011362 and D0550014214.

WHEREAS, to resolve the Fortieth Omnibus Claims Objection and the Response with respect to Claim 14664, the Reorganized Debtors and Claimant enter into this Stipulation, pursuant to which the Parties agree that the Fortieth Omnibus Claims Objection and the Response should be withdrawn with prejudice as to Claim 14664 and that Claim 14664 should be compromised and allowed in the amount of \$2,250,000.00, comprised of: (i) the Cure Payment in the amount of \$9,167.75; and (ii) a general unsecured non-priority claim in the amount of \$2,240,832.25 against DAS LLC.

NOW, THEREFORE, the Reorganized Debtors and Claimant stipulate and agree as follows:

1. Claim 14664 shall be allowed in the amount of \$2,240,832.25, after giving effect to the Cure Payment, and shall not be subject to any defense, counterclaim, right of setoff, reduction, avoidance (including without limitation, avoidance as a result of section 502(d) of the Bankruptcy Code), disallowance, subordination or further objection, and shall be treated for all purposes, including but not limited to the receipt of distributions, if any, as an allowed general unsecured non-priority claim against DAS LLC in accordance with the terms of the Modified Plan.

2. The Fortieth Omnibus Claims Objection and the Response, solely as they pertain to Claim 14664, are hereby deemed withdrawn with prejudice.

3. Except as expressly set forth herein (including the Reorganized Debtors' obligation to honor the Cure Payment), nothing herein shall be construed as an admission of liability on behalf of the Debtors or the Reorganized Debtors with respect to any portion of Claim 14664.

**[CONCLUDED ON FOLLOWING PAGE]**

4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 15th day of November, 2010.

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

s/  
Neil Berger  
Lara Sheikh  
TOGUT, SEGAL & SEGAL LLP  
One Penn Plaza, Suite 3335  
New York, New York 10119  
  
Attorneys for DPH Holdings Corp., et  
al. Reorganized Debtors

s/  
Jared R. Clark  
BINGHAM McCUTCHEN LLP  
399 Park Avenue  
New York, New York 10022  
  
Attorneys for Deutsche Bank Securities Inc.